

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
W. R. GRACE & CO., et al., <sup>1</sup>	)	
	)	Case No. 01-01139(JFK)
	)	(Jointly Administered)
Debtors.	)	
	)	Objection Deadline: September 7, 2011
	)	at 4:00 p.m. (Prevailing Eastern Time)
	)	

**SUMMARY APPLICATION OF VENABLE LLP FOR COMPENSATION FOR  
SERVICES AND REIMBURSEMENT OF EXPENSES AS BANKRUPTCY  
COUNSEL TO W. R. GRACE & CO., ET AL., FOR THE MONTHLY INTERIM  
PERIOD FROM APRIL 1, 2010 THROUGH APRIL 30, 2010**

Name of Applicant:	<u>Venable LLP ("Venable")</u>
Authorized to Provide Professional Services to:	<u>W. R. Grace &amp; Co., et al., Debtors and Debtors-in-Possession</u>
Date of Retention:	<u>Retention Order entered June 24, 2009, effective as of May 22, 2009</u>
Period for which compensation and reimbursement is sought:	<u>April 1, 2010 through April 30, 2010</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$2,500.00</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$162.02</u>
This is a <u>  x  </u> monthly <u>      </u> interim <u>      </u> final application.	

<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross County Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

This is Venable's monthly application for interim compensation of services for the interim fee period April 1, 2010 through April 30, 2010 (the "Fee Period"). The following applications were filed in the Chapter 11 cases:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
November 5, 2009	11/1/2008-6/30/2009	\$709,294.00	\$6,405.06	\$706,595.00	\$6,405.06
November 5, 2009	7/1/2009-7/31/2009	\$50,849.50	\$75,008.99	Interim approval <sup>2</sup>	Interim approval
November 24, 2009	8/1/2009-8/31/2009	\$134,090.00	\$102,335.48	Interim approval	Interim approval
November 24, 2009	9/1/2009-9/30/2009	\$306,602.00	\$118,095.92	Interim approval	Interim approval
November 24, 2009	July-September 2009	\$491,541.50	\$295,440.39	\$491,292.50	\$295,440.39
February 26, 2010	10/1/2009-10/31/2009	\$479,238.00	\$266,326.39	Interim approval <sup>3</sup>	Interim approval
April 16, 2010	11/1/2009-11/30/2009	\$398,519.00	\$163,488.22	Interim approval	Interim approval
April 30, 2010	12/1/2009-12/31/2009	\$305,242.96	\$108,454.93	Interim approval	Interim approval
May 3, 2010	October-December 2009	\$1,182,999.96	\$538,269.54	\$1,179,018.46	\$538,269.54
May 19, 2010	1/1/2010-1/31/2010	\$271,084.25	\$97,840.12	Interim approval <sup>4</sup>	Interim approval
May 19, 2010	2/1/2010-2/28/2010	\$157,136.50	\$17,784.35	Interim approval	Interim approval
May 19, 2010	3/1/2010-3/31/2010	\$7,968.00	\$640.00	Interim approval	Interim approval
May 19, 2010	January-March 2010	\$436,188.75	\$116,265.17	\$436,188.75	\$116,265.17

<sup>2</sup> The fees and expenses requested in the July through September, 2009, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on March 19, 2010.

<sup>3</sup> The fees and expenses requested in the October through December, 2009, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on June 7, 2010.

<sup>4</sup> The fees and expenses requested in the January through March, 2010, interim monthly applications were approved on an interim basis pursuant to the Order entered by this Court on September 13, 2010.

The Venable attorneys who rendered professional services in these cases during the Fee Period are:

Name of Professional Person	Position with the Applicant and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Laura S. Bouyea	Associate	2003	Business	\$285.00	32.9	\$9,376.50
Darek S. Bushnaq	Partner	1997	Business	\$380.00	5.5	\$2,090.00
<b>Total for all attorneys</b>						<b>\$11,466.50</b>
<b>(Less write-off)</b>						<b>(\$8,966.50)</b>
<b>Total</b>						<b>\$2,500.00</b>

**Grand Total for Fees (before write-off)**                      **\$11,466.50**  
**Grand Total for Fees (after write-off)**                      **\$2,500.00**  
**Blended Rate (after write-off)**                                      **\$65.10**

#### Compensation by Matter

Matter Description	Total Billed Hours	Total Fees Requested
Advice in Connection with Preparation of Fee Applications	38.4	\$11,466.50
<b>Total for all matters</b>		<b>\$11,466.50</b>
<b>(Less write-off)</b>		<b>(\$8,966.50)</b>
<b>Total</b>		<b>\$2,500.00</b>

#### Expense Summary

Service Description	Amount
Commercial Messenger	\$123.88
Reproduction Costs	\$4.50
Computer Research Services	\$19.84
Postage	\$13.80
<b>Total of Expenses</b>	<b>\$162.02</b>

**WHEREFORE**, Venable respectfully requests (a) that an allowance be made to it, as more fully described above for (i) 80% of the amount of **\$2,500.00** for reasonable and necessary professional services Venable has rendered to the Debtors

during the Fee Period (\$2,000.00) and (ii) 100% of the reimbursement of actual and necessary costs and expenses incurred by Venable during the Fee Period (\$162.02); (b) that both the fees and expenses are payable as administrative expenses of the Debtors' estates; and (c) that this Court grant such other relief as is equitable and just.

Wilmington, Delaware  
Dated: August 18, 2011

Respectfully submitted,

VENABLE LLP

/s/ G. Stewart Webb, Jr.  
G. Stewart Webb, Jr.  
Darek S. Bushnaq  
750 E. Pratt Street, Suite 900  
Baltimore, Maryland 21202  
(410) 244-7400

Special Litigation Counsel for the Debtors and  
Debtors in Possession

Monthly Statement of Venable LLP  
 Fee Detail April 1, 2010 through April 30, 2010

Advice in Connection with Preparation of Fee Application

TIMEKEEPER	DATE	HRS	RATE	AMT	NARRATIVE
BOUYEA, LAURA S.	4/1/2010	0.10	62.10	6.21	REVIEW EMAIL FROM C. MALLON RE: NOVEMBER FEE APPLICATION
BOUYEA, LAURA S.	4/7/2010	0.70	62.14	43.50	DRAFT EMAIL TO M. UPADHYAYA RE: NOVEMBER FEE APPLICATION (.1); REVIEW AND REVISE NOVEMBER FEE APPLICATION (.6)
BOUYEA, LAURA S.	4/8/2010	4.10	62.14	254.76	CORRESPOND WITH D. BUSHNAQ RE: FEE APPLICATION (.2); CORRESPOND WITH M. UPADHYAYA RE: SAME (.1); REVIEW AND REVISE FEE APPLICATION (3.8)
BUSHNAQ, DAREK S.	4/8/2010	0.50	82.84	41.42	CONFERENCE WITH L. BOUYEA RE: NOVEMBER 2009 FEE APPLICATION (.2); REVIEW DOCUMENTS RE: MARCH 2010 FEES (.3)
BOUYEA, LAURA S.	4/9/2010	1.50	62.14	93.21	CORRESPOND WITH D. BUSHNAQ, A. MAJOR, M. UPADHYAYA AND P. BARANAUSKAS RE: NOVEMBER FEE APPLICATION (.8); REVIEW AND REVISE NOVEMBER FEE APPLICATION (.7)
BUSHNAQ, DAREK S.	4/9/2010	0.20	82.85	16.57	REVIEW MATERIALS RE: NOVEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	4/14/2010	2.30	62.13	142.91	REVIEW AND REVISE NOVEMBER APPLICATION (2.0); CORRESPOND WITH D. BUSHNAQ RE: SAME; CORRESPOND WITH P. BARANAUSKAS RE: SAME (0.3)
BUSHNAQ, DAREK S.	4/14/2010	0.20	82.85	16.57	CONFERENCES WITH L. BOUYEA RE: REVISIONS TO NOVEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	4/15/2010	0.60	62.15	37.29	CORRESPOND WITH D. BUSHNAQ RE: NOVEMBER APPLICATION (0.4); REVIEW AND REVISE NOVEMBER APPLICATION (0.2)
BUSHNAQ, DAREK S.	4/15/2010	1.10	82.85	91.13	REVIEW AND REVISE NOVEMBER 2009 FEE APPLICATION (.7); CONFERENCES WITH L. BOUYEA RE: SAME (.4)
BOUYEA, LAURA S.	4/16/2010	1.10	62.14	68.35	CORRESPOND WITH D. BUSHNAQ RE: NOVEMBER FEE APPLICATION; REVISE AND FILE APPLICATION; CORRESPOND WITH L. OBERHOLZER RE: SAME; CORRESPOND WITH D. BUSHNAQ RE: AMOUNTS DUE UNDER PRIOR APPLICATIONS
BUSHNAQ, DAREK S.	4/16/2010	0.40	82.85	33.14	CONFERENCE WITH L. BOUYEA RE: NOVEMBER 2009 FEE APPLICATION (.1); REVIEW SAME (.3)
BUSHNAQ, DAREK S.	4/19/2010	0.20	82.85	16.57	REVIEW MATERIALS RE: DECEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	4/23/2010	3.70	62.14	229.91	DRAFT FEE APPLICATIONS
BOUYEA, LAURA S.	4/26/2010	3.10	62.14	192.63	REVIEW EMAIL FROM P. BARANAUSKAS RE: DECEMBER FEES (.1); REVIEW AND REVISE DECEMBER FEE APPLICATION (3.0)
BUSHNAQ, DAREK S.	4/26/2010	0.10	82.90	8.29	CONFERENCES WITH L. BOUYEA RE: DECEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	4/27/2010	2.00	62.14	124.28	DRAFT FEE APPLICATION FOR 35TH QUARTER
BOUYEA, LAURA S.	4/28/2010	4.20	62.14	260.98	REVIEW AND REVISE QUARTERLY FEE APPLICATIONS AND SUMMARY, REVIEW AND REVISE DECEMBER APPLICATION, CORRESPOND WITH P. BARANAUSKAS RE THE SAME
BUSHNAQ, DAREK S.	4/28/2010	0.30	82.83	24.85	CONFERENCES WITH L. BOUYEA RE: DECEMBER 2009 FEE APPLICATION
BOUYEA, LAURA S.	4/29/2010	4.60	62.14	285.83	REVIEW AND REVISE DECEMBER AND QUARTERLY FEE APPLICATIONS, CORRESPOND WITH D. BUSHNAQ RE: THE SAME
BUSHNAQ, DAREK S.	4/29/2010	1.00	82.85	82.85	REVIEW AND REVISE DECEMBER 2009 FEE APPLICATION (.4); TELEPHONE CALL AND CONFERENCE WITH L. BOUYEA RE: SAME (.6)
BOUYEA, LAURA S.	4/30/2010	4.90	62.14	304.48	REVIEW AND REVISE DECEMBER FEE APPLICATION, REVIEW AND REVISE QUARTERLY FEE APPLICATIONS, CORRESPOND WITH L. OBERHOLZER RE: DECEMBER FEE APPLICATION, CORRESPOND WITH BUSHNAQ RE: FEE APPLICATIONS
BUSHNAQ, DAREK S.	4/30/2010	1.50	82.85	124.27	REVIEW AND REVISE DECEMBER 2009 FEE APPLICATION (1.0); CONFERENCES WITH L. BOUYEA RE: SAME (.5)
				<b>2,500.00</b>	

\* In the interest of billing judgment, \$8,966.50 was written off for the period April 1 through April 30, 2010.  
 These fees reflect these reductions. Therefore, the fees cannot be replicated by multiplying the hours billed by the billing rate.

## Monthly Statement of Venable LLP

Expense Detail April 1, 2010 through April 30, 2010

4/7/2010 COMMERCIAL MESSENGER / DELIVERY SERVICES  
 4/7/2010 COMMERCIAL MESSENGER / DELIVERY SERVICES  
 4/7/2010 COMMERCIAL MESSENGER / DELIVERY SERVICES

44.63 UPS - W. R. GRACE, 7500 GRACE DRIVE, COLUMBIA, MD 21044  
 13.41 UPS - W. R. GRACE, 7500 GRACE DRIVE, COLUMBIA, MD 21044  
 65.84 UPS - W. R. GRACE, 7500 GRACE DRIVE, COLUMBIA, MD 21044  
 123.88

4/7/2010 COMPUTER RESEARCH SERVICES  
 4/7/2010 COMPUTER RESEARCH SERVICES  
 4/7/2010 COMPUTER RESEARCH SERVICES

0.80 COMPUTER RESEARCH SERVICES FROM 1/1-3/31/10  
 14.56 COMPUTER RESEARCH SERVICES FROM 1/1-3/31/10  
 4.48 COMPUTER RESEARCH SERVICES FROM 1/1-3/31/10  
 19.84

4/1/2010 INTERNAL REPRODUCTION COSTS  
 4/5/2010 INTERNAL REPRODUCTION COSTS  
 4/6/2010 INTERNAL REPRODUCTION COSTS  
 4/6/2010 INTERNAL REPRODUCTION COSTS

3.00 0.10  
 25.00 0.10  
 10.00 0.10  
 7.00 0.10

0.30 PHOTOCOPIES MADE BY VERMETTE, DIANE M.  
 2.50 PHOTOCOPIES MADE BY VERMETTE, DIANE M.  
 1.00 PHOTOCOPIES MADE BY VERMETTE, DIANE M.  
 0.70 PHOTOCOPIES MADE BY VERMETTE, DIANE M.  
 4.50

4/20/2010 POSTAGE  
 4/20/2010 POSTAGE

4.85 WEBB, G. STEWART, JR.  
 8.95 BOUYEA, LAURA S.  
 13.80

162.02